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EXHIBIT 2

Pacific Bell
Competitive Local Exchange Carrier (CLEC)

Interface
Change Management
Process

Interface Change Management Process: Pacific Bell and Competitive Local Exchange Carrier (CLEC)

I. Table of Contents

Purpose

This documents the process by which Pacific Bell (PACIFIC) will notify CLECs of changes to the OSS interfaces, introduction of new interfaces and retirement of interfaces detailed below and provides for the identification and resolution of CLEC issues (Change Management Process). The parties intend for the Change Management Process to be dynamic in nature, managed through regularly scheduled meetings and based on group consensus. Any agreed-upon modifications to the process will be included in this document.

Scope

This process pertains to all ordering, pre-ordering, provisioning and maintenance electronic interfaces,[1] including, but not limited to, DataGate, EDI, RMI, Verigate, LEX, Starwriter, PBSM, CESAR, Listings Gateway, 911 Gateway, Fax/Manual, PBOD, POS and Service Order Retrieval & Distribution (SORD). Notwithstanding the foregoing, this process does not pertain to EBI. The parties will discuss expansion of this process to billing processes and non-end user ordering functions during the quarterly meetings.

This document applies to PACIFIC and all CLECs operating in California.

Section I - Changes to Existing Interfaces

Types of Changes

The Change Management Process manages changes that affect CLECs by altering the production or test environments. Such changes may encompass:

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[1] Currently specific to end-user ordering functions only.

- Operations changes to existing functionality that impact the CLEC interface(s) upon PACIFIC's release date for new interface software. For example:
  - adding/deleting/modifying fields required to access a function
  - changing the flow, or sequence, of interface operation
  - adding an edit to ensure a required field is entered

- Technology changes that require CLECs to meet new technical requirements upon PACIFIC's release date. For example:
  - eliminating a previously supported operating system software (e.g. Microsoft™ Windows ™ 3.0), hardware or protocol
  - requiring a new software, hardware (e.g. 8Mb RAM), or protocol

- Additional functionality changes that may be used at the CLEC's option, on or after PACIFIC's release date for new interface software. For example:
  - adding a new field to access a new function, without other impacts
  - allowance for additional entries into existing fields
  - adding a new supported software, hardware or protocol

- Regulatory Mandates
  - those changes that may be mandated by regulatory bodies

Two Change Categories

This process divides changes into two categories: Category One (Gateway) and Category Two (GUI).

- Category One (Gateway) changes include changes to gateway applications (such as DataGate, EDI, and RMI). It also includes GUI applications where the changes are driven by changes to a gateway interface (e.g. a change to LEX that is LSOR driven) and major technology changes to GUI applications.

- Category Two (GUI) is solely for changes to GUIs where the change is specific to a GUI (e.g. enhancements to the print capability in LEX).

Category One (Gateway) Process

1. For interfaces based on industry guidelines, the parties presume that the guidelines developed at the industry forum (i.e. ATIS, OBF) will be the basis for managing change. PACIFIC anticipates using applicable OBF Guidelines; however the needs and constraints of PACIFIC's legacy systems may limit use of all such Guidelines; PACIFIC will identify any proposed variances from OBF Guidelines.[2] Therefore, as the industry guideline (e.g. LSOG) requirements are being determined at OBF, PACIFIC will review the requirements to determine compatibility with PACIFIC's systems. There may be other changes initiated by PACIFIC to gateway interfaces that are not a result of ATIS/OBF change drivers (e.g., changes to enhance order flow through).

2. Regardless of the change driver, PACIFIC will prepare a preliminary package of the required issue changes and share these plans at a Quarterly Change Management meeting nine (9) to twelve (12) months in advance of the target implementation date. PACIFIC will share its plans as part of its rolling 12-month Development View (see Managing the Change Management Process, below).

3. PACIFIC will detail the changes in a Release Announcement (Initial Notification) delivered to CLECs via an email Accessible Letter. The letter will contain a written summary of the change(s) in plain English, a target timeframe for implementation, any cross reference to industry documentation, and any known exceptions to industry guidelines.

4. If a CLEC identifies issues or requires clarification, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response will specify the CLEC's questions, issues and any alternative recommendations for implementation. The CLEC response must be received by the Pacific Bell Account Manager no later than the 14th calendar day following the date of the Release Announcement.[3]

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[2] This is in accordance with General Section 1.0, paragraph 1.4 of the practices in the OBF Local Service Ordering Guidelines (LSOG), which states that "Options described in this practice may not be applicable to individual provider's tariffs; therefore, use of either the field or valid entries within the field is based on the provider's tariffs/practices".

[3] In all cases, the date of any Accessible Letter referenced in this Agreement will be the date on which PACIFIC emails the document to CLECs. PACIFIC will send the Accessible Letters to the point(s) of contact

(continued...)

designated by the CLEC. It is each CLEC's responsibility to ensure that PACIFIC has a current contact list.

5. PACIFIC will review all CLEC responses.

6. Within 14 calendar days of the end of the time period specified in Step 4 (28th calendar day following the date of the Release Announcement), PACIFIC will provide written answers to CLEC questions via Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC.

7. If PACIFIC announces any changes before applicable guidelines are finalized at the ATIS/OBF industry forums, PACIFIC will review the final guidelines when they are issued for any alterations that may be necessary for compliance with the finalized requirements.

8. No sooner than the last day of the period specified in Step 6, PACIFIC will send the Release Requirements to CLECs via another email Accessible Letter. The Release Requirements will contain the planned implementation date, Change Log, updated interface requirements (e.g., LSOR changes), exceptions to the EDI transactions set, industry cross reference and reporting impacts, if any. Generally, PACIFIC's planned implementation will fall within 152 to 172 calendar days from the date of the Release Requirements, unless PACIFIC invokes the use of the exception process.

9. If a CLEC identifies issues or requires clarification (including issues with the planned implementation date), the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response to the Release Requirements must be received by the Pacific Bell Account Manager not later than the 21st calendar day after the date of the Release Requirements.

10. PACIFIC will review all responses to the Release Requirements.

11. Not later than the 21st calendar day following the end of the period specified in Step 9, PACIFIC will provide written answers to CLEC questions via an email Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC. Any changes that may occur as a result of the answers will be distributed to all CLECs in the same Accessible Letter. This will constitute the Revised/Confirmed Release Requirements which will include a summary of changes from Step 8 above, indication of type of change (i.e. documentation change, business rule change, clarification change), changed requirements pages and release date. Generally, PACIFIC's planned implementation will fall within 110 to 130 calendar days from the date of the Revised/Confirmed Release Requirements, unless PACIFIC invokes the use of the exception process.

12. Should a CLEC elect to initiate the Outstanding Issue Solution (OIS) process described in this Change Management Process, the CLEC must send a written notice (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC's notice initiating the OIS process must be received by the Pacific Bell Account Manager within 7 calendar days from the date of the Revised/Confirmed Release Requirements.

13. Upon receipt of a CLEC OIS notice, PACIFIC will schedule an OIS conference call for noon Pacific Time, 7 calendar days after the due date for the OIS notices (14 calendar days after the date of the Revised/Confirmed Release Requirements).

14. If no OIS is initiated (or after successful conclusion of any OIS), testing will be conducted by PACIFIC and any interested CLEC until the agreed upon testing exit criteria have been satisfied, in accordance with the test plan, to the mutual satisfaction of the parties.

   a) PACIFIC will make testing available beginning 60 calendar days from the Revised/Confirmed Release Requirements; provided, however, that all CLEC testing must commence no later than 30 calendar days prior to the scheduled implementation date.

   b) Testing must be scheduled to end at least 14 calendar days prior to the scheduled implementation date, unless otherwise agreed between PACIFIC and a CLEC.

1. CONDITIONAL: If the parties cannot agree on whether the test criteria have been satisfied within the planned time frame, either PACIFIC or the CLEC may invoke a second OIS process, using the Category Two OIS timeline (for Changes to Existing Interfaces).

2. PACIFIC implements the new release or updates.

Category Two (GUI) Process

1. PACIFIC will share plans for changes to GUI interfaces at a Quarterly Change Management meetings, where known. PACIFIC will share its GUI plans, where known, as part of its rolling 12-month Development View (see Managing the Change Management Process, below).

2. PACIFIC will detail the changes in a Release Announcement (Initial Notification) delivered to CLECs via an email Accessible Letter. The letter will contain a written summary of the change(s) in plain English, a target timeframe for implementation, and any cross-reference to updated User Guide or revised User Guide pages.

3. If a CLEC identifies issues or requires clarification, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response must be received by PACIFIC within 4 calendar days of the date of the Release Requirements. The response will specify the CLEC's questions, issues and any alternative recommendations for implementation.

4. PACIFIC will review all CLEC responses.

5. Within 3 calendar days of the end of the period specified in Step 3, PACIFIC will provide written answers to CLEC questions via email Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC. Any changes that may occur as a result of the responses will be distributed to all CLECs in the same Accessible Letter. This will constitute the Revised/Confirmed Release Requirements which will include a summary of changes from Step 2 above, indication of type of change (i.e. documentation change, business rule change, clarification change), changed requirements pages, and release date. Generally, PACIFIC's planned implementation date will be no sooner than the 14th calendar day from the date of the Revised/Confirmed Release Requirements, unless PACIFIC invokes the use of the exception process.

6. Should a CLEC elect to initiate the OIS process described in this Change Management Process, the CLEC must send a written notice (via email, fax, or regular mail) to its Pacific Bell Account Manager. This notice must be received by the Pacific Bell Account Manager within 2 business days of the date of the Revised/Confirmed Release Requirements.

7. Upon receipt of an OIS notice, PACIFIC will schedule a conference call to be held at noon Pacific Time, 2 business days after the due date for OIS initiation notices (4 business days after the Revised/Confirmed Release Requirements). NOTE: The OIS process does not apply to PACIFIC's retail systems as specified in the Outstanding Issue Process below.

8. NOTE: No provision for testing is included in the Category Two process.

9. If there is no OIS (or after successful resolution of the OIS), PACIFIC will implement the new release or updates.

Section II - Introduction of New Interfaces

Two Categories of New Interfaces[4]

This process divides the introduction of new interfaces into two categories: Category One (Gateway) and Category Two (GUI).

- Category One (Gateway) interfaces are all gateway applications.

- Category Two (GUI) interfaces are all GUI applications.

Category One (Gateway) Process

1. Approximately nine (9) months in advance of the target implementation date, PACIFIC will convene a Design and Development meeting with the CLEC community. PACIFIC will share preliminary plans for the new interface, including regional availability, proposed implementation timeline, PACIFIC constraints and exceptions to industry standards, etc. During the meeting, CLECs will provide feedback to PACIFIC, including interest in developing to the initial version of the interface. If available, PACIFIC will share draft Release Requirements.

2. If a CLEC identifies additional issues or feedback, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response will specify the CLEC's questions, issues and any alternative recommendations for implementation. The CLEC response must be received by the Pacific Bell Account Manager no later than the 4th calendar day following the date of the Design and Development Meeting.[5]

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[4] Even though the names "Category One" and "Category Two" are re-used in this section, their use is defined differently than in Section I, Changes to Existing Interfaces. See definition above.

[5] In all cases, the date of any Accessible Letter referenced in this Agreement will be the date on which PACIFIC emails the document to CLECs. PACIFIC will send the Accessible Letters to the point(s) of contact designated by the CLEC. It is each CLEC's responsibility to ensure that PACIFIC has a current contact list.

3. PACIFIC will communicate its interface development plans, including how it has incorporated CLEC feedback (this can be combined with Step 4).

4. PACIFIC will detail the new interface in a Release Announcement (Initial Notification) delivered to CLECs via an email Accessible Letter. The letter will contain a written summary of the new interface in plain English, a target timeframe for implementation, any cross reference to industry documentation and any known exceptions to industry guidelines.

5. If a CLEC identifies issues or requires clarification, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response will specify the CLEC's questions, issues and any alternative recommendations for implementation. The CLEC response must be received by the Pacific Bell Account Manager no later than the 14th calendar day following the date of the Release Announcement.

6. CLECs who are interested in developing to the initial version of the interface within 6 months of PACIFIC'S planned implementation will document that intent via a ROU (Record of Understanding) with its initial response. ROUs can be modified or submitted through step 13 of the process.

7. PACIFIC will review all CLEC responses.

8. Within 14 calendar days of the end of the time period specified in Step 5 (28th calendar day following the date of the Release Announcement), PACIFIC will provide written answers to CLEC questions via Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC.

9. If PACIFIC announces a new interface before applicable guidelines are finalized at the ATIS/OBF industry forums, PACIFIC will review the final guidelines when they are issued for any alterations that may be necessary for compliance with the finalized requirements. PACIFIC will consider its system requirements and provide known exceptions to industry guidelines.

10. No sooner than the last day of the period specified in Step 8, PACIFIC will send the Release Requirements to CLECs via another Accessible Letter. The Release Requirements will contain the planned implementation date, interface requirements, exceptions to the EDI transaction set (if applicable), industry cross-reference and reporting impacts, if any. PACIFIC will also provide the finalized OSS charge applicable to the new interface. If PACIFIC plans to offer a temporary free trial period, it will make it known to CLECs at this step in the process. Generally, PACIFIC's planned implementation will fall within 152 to 172 calendar days from the date of the Release Requirements, unless PACIFIC invokes the use of the exception process.

11. If a CLEC identifies issues or requires clarification (including issues with the planned implementation date), the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response to the Release Requirements must be received no later than the 21st calendar day after the date of the Release Requirements.

12. PACIFIC will review all responses to the Release Requirements.

13. Not later than the 21st calendar day following the end of the period specified in Step 11, PACIFIC will provide written answers to CLEC questions via an email Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC. Any changes that may occur as a result of the answers will be distributed to all CLECs in the same Accessible Letter. This will constitute the Revised/Confirmed Release Requirements which will include a summary of the changes from Step 12 above, indication of type of change, (i.e., documentation change, business rule change, clarification change, etc.), changed requirements pages and release date. Generally, PACIFIC's planned implementation will fall within 110 to 130 calendar days from the date of the Revised/Confirmed Release Requirements, unless PACIFIC invokes the use of the Exception process.

constraints and exceptions to industry standards, etc. CLECs will provide feedback to PACIFIC, including interest in implementing the initial version of the interface. If available, PACIFIC also will share draft Release Requirements.

2.   If a CLEC identifies additional issues or feedback, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response will specify the CLEC's questions, issues and any alternative recommendations for implementation. The CLEC response must be received by the Pacific Bell Account Manager no later than the 2nd calendar day following the date of the Release Announcement.

3.   PACIFIC will communicate its interface development plans, including how it has incorporated CLEC feedback (this can be combined with Step 4).

4.   PACIFIC will detail the new interface in a Release Announcement (Initial Notification) delivered to CLECs via an email Accessible Letter. The letter will contain a written summary of the new interface in plain English, a target timeframe for implementation, how and when the User Guide will be available and user training requirements. PACIFIC will also provide the finalized OSS charge applicable to the new interface. If PACIFIC plans to offer a temporary free trial period, it will make it known to CLECs at this step in the process.

5.   If a CLEC identifies issues or requires clarification, the CLEC must send a written response (via email, fax, or regular mail) to its Pacific Bell Account Manager. The CLEC response must be received by PACIFIC no later than the 4th calendar day after the date of the Release Requirements. The response will specify the CLEC's question, issues and any alternative recommendations for implementation.

6.   PACIFIC will review all CLEC responses.

7.   No later than the 3rd calendar day after the end of the period specified in Step 5, PACIFIC will provide written answers to CLEC questions via email Accessible Letter. PACIFIC's answers will be shared with all CLECs unless any questions were specifically identified as "private" by any CLEC. Any changes that may occur as a result of the answers will be distributed to all CLECs in the same Accessible Letter. This will constitute the Revised/Confirmed Release Requirements which will include a summary of the changes from Step 4 above, indication of type of change, (i.e., documentation change, business rule change, clarification change, etc.), changed requirements pages and release date. Generally, PACIFIC's planned implementation will be no sooner than the 14th calendar day from the date of the Revised/Confirmed Release Requirements, unless PACIFIC invokes the use of the Exception process.

8. Should a CLEC elect to initiate the Outstanding Issue Solution (OIS) process described in this Change Management Process, the CLEC must send a written notice (via email, fax or regular mail) to its Pacific Bell Account Manager. This notice must be received by the Pacific Bell Account Manager within 2 business days of the date of the Revised/Confirmed Release Requirements.

9. Upon receipt of a CLEC OIS notice, PACIFIC will schedule an OIS conference call for noon Pacific Time, 2 business days after the due date for the OIS notices (4 business days after the date of the Revised/Confirmed Release Requirements). NOTE: The OIS process does not apply to PACIFIC's retail systems, as specified in the Outstanding Issue Solution process, below.

10. CLECs may negotiate through their Pacific Bell Account Manager the ability to pass a limited number of orders, designated as "test orders." This would only be available after the interface is in a production mode and at the CLEC's initial turn up of the interface.

11. If no OIS is initiated (or after successful conclusion of any OIS), PACIFIC will implement the new interface.

Section III - Retirement of Existing Interfaces

Retirement Groups

This process divides the retirement of all interfaces in the scope of this document into three groups, Group One, Group Two and Group Three.

- Group One: retail interfaces (PACIFIC retail systems made available to CLECs), including, but not limited to, Starwriter, SORD, PBOD and PBSM.

- Group Two: CLEO, CESAR, RMI, MS Gateway (for E911) and Listings Gateway. No additional interfaces can be added to this group.

- Group Three: all other current and future interfaces (non-retail and not listed in Group Two). These include, but are not limited to, EDI Ordering, DataGate, EDI Preorder (when available), Verigate, LEX and POS.

Interface Retirement Process

1. PACIFIC will detail the retirement of the interface in a Retirement Notice delivered to CLECs via an email Accessible Letter. The letter will contain a written summary of the retirement plans in plain English, a target timeframe for retirement, the grandfather date (last date which new CLECs may begin use of the interface) and where comparable functionality currently exists. For retirement of interfaces, PACIFIC will provide the following notice (broken out by Interface Group) from the time of the Retirement Notice to the retirement of the interface, unless PACIFIC invokes the use of the Exception process.

Group One   -

12 months

Group Two   -

18 months
Group Three - 24 months

Prior to sending a retirement notice, PACIFIC will share its initial plans for retirement of existing interfaces at a Quarterly Change Management meeting nine (9) to twelve (12) months in advance of the proposed retirement date. PACIFIC will share a target date for the retirement notice as part of its rolling 12-month Development View (see Managing the Change Management Process, below). During such quarterly meeting, PACIFIC will explain the rationale for retiring the interface, where the replacement functionality resides or where it will exist at the time the Retirement Notice is sent, and its plans to grandfather the interface.

2. If a CLEC identifies issues or requires clarification, the CLEC must send a written response (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC response will specify the CLEC's questions, issues and any alternative recommendations. The CLEC response must be received by the Pacific Bell Account Manager no later than the 21st calendar day following the date of the Retirement Announcement.

3. PACIFIC will review all CLEC responses.

4. Not later than the 21st calendar day following the end of the period specified in Step 3, PACIFIC will provide written answers to CLEC questions via an email Accessible Letter. PACIFIC's answers will be shared with all CLECs, unless any questions were specifically identified as "private" by any CLEC. Any changes that may occur as a result of the answers will be distributed to all CLECs in the same Accessible Letter. This will constitute the Revised/Confirmed Retirement Notice which will include a summary of changes from Step 2 above, indication of type of change, (documentation change, business rule change, clarification change, etc.), and retirement date.

5. With respect to retirement of Group Three interfaces only, a CLEC may elect to use the OIS process.[6] Should a CLEC elect to initiate the OIS process described in this Change Management Process, the CLEC must send a written notice (via email, fax or regular mail) to its Pacific Bell Account Manager. The CLEC's notice initiating the OIS process must be received by the Pacific Bell Account Manager within 7 calendar days from the date of the Revised/Confirmed Retirement Notice (step 5 above).

6. Upon receipt of a CLEC OIS notice, PACIFIC will schedule an OIS conference call for noon Pacific Time, 7 calendar days after the due date of the OIS notices (14 calendar days after the date of the Revised/Confirmed Retirement Notice).

7. If no OIS is initiated, (or after successful conclusion of any OIS), PACIFIC will retire the interface on the retirement date announced.

Section IV - Other Items

Emergency Situations

Emergency releases or emergency implementation date changes will be handled as special cases.

Emergency releases are releases that address major software problems, production system failure or an interface failure. These also include releases that address significant production problems and the failure of scheduled release enhancements.

The notification process interval will be handled on a case by case basis and will depend on the type and extent of the emergency. Notification to the CLECs will be sent as soon as reasonably practicable after the emergency is recognized. The emergency notification need not be in the form of an Accessible Letter, and may be sent via other expedited means (e.g., broadcast fax).

In emergency situations, mutual testing and problem resolution will be conducted through the OSS contacts for all companies involved.

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[6] The OIS process does not apply to Group One and Two interfaces.

Exceptions

Above and beyond the need to handle emergency situations, the parties recognize the need to occasionally allow for other exceptions to the Change Management Processes described herein. However, because it will be difficult for PACIFIC or other CLECs to accurately assess the impact of PACIFIC's proposed change on any given CLEC's current or future development, any agreement to deviate from the normal Change Management Process shall be agreed to unanimously.

Steps in the Exceptions Process:

1. If PACIFIC wishes to propose that a specified change, introduction of a new interface or retirement of an interface be handled on an exception basis, it will issue a Release (or Retirement) Requirements Exception Accessible Letter which indicates that it seeks an expedited due date following the conclusion of a reply and comment cycle.

2. In CLEC responses, due within the applicable timeframe documented in the process, CLECs will raise questions and issues. Qualified CLECs [7] will indicate objections to handling the change, new interface or retirement as an exception. Lack of a response indicates no objection.

3. PACIFIC may proceed to implement the change, new interface or retirement on an expedited basis only if there are no outstanding issues or CLEC objections at the end of the CLEC response cycle specified in Step 2 above.

Regulatory mandated changes must proceed within the mandated timeframe and are not subject to the objection process for exceptions. In the Accessible Letter notification, PACIFIC will provide any modified timelines for the change.

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[7] The definition of Qualified CLECs is the same as is specified in the Outstanding Issue Solution section of the document.

Manual Processes

Where changes are made to PACIFIC's manual processes (e.g. faxing) these processes will fall into one of the Change Management Process timelines outlined in this document. For example, LSOR changes would affect the faxed forms and would fall into the Changes to Existing Interfaces, Category One timeline, where other paper form changes will fall into the Changes to Existing Interfaces, Category Two timeline. Changes to these types of interfaces would also be communicated via an email Accessible Letter.

Training

All changes to existing interfaces, as well as the introduction of new interfaces, will be coordinated both with external CLEC training and with PACIFIC's internal processes for updating employees on changes to CLEC and its own retail systems. All parties agree that information regarding changes to the interfaces, as well as information regarding new interfaces, needs to be communicated and coordinated with end users and support personnel to ensure effective implementation. This includes updating external CLEC training, and all parties' best efforts to update internal training and Methods and Procedure (M&P) processes, as applicable.

Testing

For Changes to Existing Interfaces, testing is limited to gateway interfaces and technology changes for GUI interfaces. There is no testing for Category Two changes for existing interfaces.

For new interfaces, testing is again limited to gateway interfaces, although for GUIs, CLECs may negotiate through their Pacific Bell Account Manager the ability to pass a limited number of orders, designated as "test orders," over the GUI interface. This would only be available after the interface is in production mode and at the CLEC's initial turn up of the interface.

Where applicable, PACIFIC and CLECs will perform interface testing as mutually agreed in a documented test plan. Each testing party will meet with PACIFIC and agree on its own set of test scenarios that will be included in the test and a test schedule. Should the parties not agree that a successful test was achieved within the specified interval, either PACIFIC or the CLEC may initiate an OIS, using the Category Two Timeline.

Outstanding Issue Solution

1. PROCESS INITIATION – The initiating CLEC will provide PACIFIC with written notification of the outstanding issue(s). This notice will include the disputing party's reason(s) for raising the dispute and any alternative recommendations.

2. LIMITATIONS OF OUTSTANDING ISSUE SOLUTION PROCESS

   a. **Changes to Existing Interfaces**: PACIFIC has made several of its retail systems available to CLECs, in addition to interfaces that have been designed primarily for CLEC use. To maintain the distinction between PACIFIC's retail systems and CLEC interfaces, the Outstanding Issue Solution Process does not apply to PACIFIC's retail systems including, but not limited to, SORD, StarWriter, PBSM and PBOD.

   b. **New Interfaces**: No limitations apply.

   c. **Retirement of Interfaces**: The OIS process only applies to Group 3 interfaces.

3. PAYMENT FOR THE DISPUTE SOLUTION CONFERENCE CALL – The CLEC initiating an OIS, shall provide a bridge number for the conference call with its initiation notice. In the event more than one CLEC initiates an OIS, PACIFIC shall coordinate with the initiating CLECs to determine which bridge number to use.

4. ISSUE TIMELINE - In accordance with the appropriate timelines (see above), PACIFIC will publish a summary of all CLEC dispute(s) which will include PACIFIC's position on those disputes.

As soon as reasonably practicable after PACIFIC's receipt of the OIS initiation notices, but in no event later than one business day before the call, PACIFIC will notify the CLECs (via email) that there is a dispute along with the date, time and bridge for the voting call. In this notice, PACIFIC also will include a preliminary list of Qualified CLECs. If a CLEC wishes to contest its status, it may ask to have its status changed during the call, but prior to the vote, to be determined under the standards set forth herein.

All parties agree that it is in their mutual interest to expedite the deliverables that are due during the OIS Process.

5. VOTING CONFERENCE CALL - Discussion on the voting call may include:

- a dialogue for the opposing views
- impacts of a "No" vote on the remainder of the release or other connected releases (applies to changes to existing interfaces only)
- discussion of options

The vote by Qualified CLECs during the call will resolve the question appropriate to the change category (e.g., change to existing interface, introduction of new interface or retirement of interface) as follows.

a. **Change to Existing Interfaces**: Will PACIFIC implement the disputed item as defined by PACIFIC at the end of the notice and comment period (published in the Revised/Confirmed Release Requirements? The allowed votes are "Yes," "No" and "Abstain".

b. **New Interfaces**: Will PACIFIC implement the new interface as defined by PACIFIC at the end of the notice and comment period (published in the Revised/Confirmed Retirement Notice)? The allowed votes are "Yes," "No" and "Abstain".

c. **Retirement of Interfaces:** Has PACIFIC provided comparable functionality? The allowed votes are "Yes," "No" and "Abstain".

In the event of a "yes" vote (allowing PACIFIC to retire the interface in the timeframe PACIFIC defined), CLECs who have an interest in continuing to use the retiring interface, beyond the retirement date, should initiate two-party negotiations with PACIFIC. These negotiations will include, but will not be limited to, discussions of the ongoing costs of maintaining a customized interface and its ultimate obsolescence. The OIS process does not apply in this instance.

(1)   6.   QUALIFIED CLECs

a.   **Changes to Existing Interfaces:** Qualified CLECs must fall into one of the following categories:

- Current production users [Note: CLECs can also qualify if they are using an interdependent interface (e.g. LEX users for an EDI/LSOR change)].

- CLECs currently testing the interface.

- CLECs with a documented intent to implement the interface within one year. This is further defined as either a signed ICA with an implementation schedule OR Record of Understanding (ROU/MOU). Additionally, CLECs who have previously tested the interface OR who are negotiating terms and conditions for access to the interface may also vote, subject to acceptable substantiation, sanctioned by a majority vote of the other qualified CLECs.

All CLECs, including those not qualified to vote, may participate on the Outstanding Issue Solution calls.

a.   **New Interfaces:** Qualified CLECs must meet the following criteria:

- CLECs with a documented intent to implement the initial version of the new interface within 6 months of PACIFIC'S planned implementation. This is further defined as either a CLEC with a signed ICA with an implementation schedule for the interface OR one with a Record of Understanding (ROU/MOU) OR one who is negotiating terms and conditions for access to the interface may also

vote, subject to acceptable substantiation, sanctioned by a majority vote of the other qualified CLECs.

All CLECs, including those not qualified to vote, may participate on the Outstanding Issue Solution calls.

a. **Retirement of Interfaces**: Qualified CLECs must meet the following criteria:

- CLECs who are currently live production users of the retiring interface or are testing the interface with PACIFIC.
- PACIFIC is qualified to vote in OIS on retirement of interfaces.

All CLECs, including those not qualified to vote, may participate on the Outstanding Issue Solution calls.

7. MAJORITY VOTE - Outstanding Issue Solution shall be resolved by a majority vote, solely among the qualified CLECs. "Majority Vote" shall mean a simple majority of a Quorum of qualified CLECs, indicating that the qualified CLECs either:

Object to ("No")

or

Support PACIFIC's position ("Yes").

For purposes of this definition, "Quorum" shall constitute two-thirds of the qualified CLECs. In the event of a tie, or if no quorum is established, the Revised/Confirmed Release Requirements shall be implemented by PACIFIC.

A qualified CLEC may not give its vote (i.e. proxy) to another voting CLEC. However, a qualified CLEC may designate its company representative as it sees fit, provided that it may not designate another CLEC to cast its vote. An independent designee may represent more than one voting CLEC.

A Corporation, including all affiliates, is entitled to a single vote, unless the Corporation can convince a majority of other qualified CLECs that it has a legitimate need or right for multiple votes.

Managing the Change Management Process

PACIFIC will host quarterly meetings to review the Change Management process and discuss development plans. During these meetings, the parties will review the effectiveness of Change Management Process and agree upon any changes. Additionally, PACIFIC will share with the CLECs a non-binding, 12 month rolling development plan, with scheduled release dates. The meetings will include discussion of PACIFIC's development plan, as well as any CLEC suggested development to PACIFIC OSS.

Enforcement

A standing agenda item at the Quarterly Change Management meeting will provide an opportunity for PACIFIC and CLECs to assess the effectiveness of the Change Management Process and the need for any revisions.

Both CLECs and PACIFIC will use this opportunity to provide feedback of instances of non-compliance and commit to taking the appropriate action(s).

After using the discussion opportunity of the Quarterly Change Management meetings, if there is consensus that the process is no longer working to the mutual benefit of all, the parties will schedule meetings to begin re-engineering of the process. If there is no consensus, individual parties may approach the CPUC after giving notice of its intent to do so at a Quarterly Change Management meeting. The party will also describe the action it intends to take and the reason(s) for its proposed actions.

If parties believe that non-compliance has been blatant and that the proposed solutions offered by the offending party(ies) is (are) unacceptable, both PACIFIC and individual CLECs are free to pursue available legal remedies. The range of available remedies may include, but are not necessarily limited to, the following:

- Alternative Dispute Resolution as provided in individual Interconnection Agreements
- Action before the CPUC
- Mediation
- Action before a court of competent jurisdiction